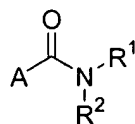


**Amendments to the Claims:**

Claims 1-8, 10, 12-19, 21 and 23 are pending and are under examination. Claims 1, 5, 7-8, 10, 12-13, 16, 18-19, 21 and 23 have been amended. Claims 9, 11, 20, 22 and 24-27 are canceled without prejudice or disclaimer. This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1. (Currently Amended): A composition for modulation of LXR function in a cell, said composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A is a member selected from the group consisting of (C<sub>5</sub>-C<sub>18</sub>)alkyl and (C<sub>5</sub>-C<sub>18</sub>)heteroalkyl;

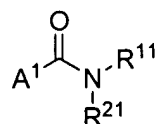
R<sup>1</sup> is a member selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, and 1-(3-furanyl)-3-butenyl; and (C<sub>3</sub>-C<sub>12</sub>)alkyl, aryl, aryl(C<sub>4</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>3</sub>-C<sub>12</sub>)heteroalkyl, heteroaryl, heteroaryl(C<sub>4</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl; and

R<sup>2</sup> is a member selected from the group consisting of aryl, heteroaryl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and heteroaryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

~~wherein R<sup>1</sup> and R<sup>2</sup> are optionally combined together with the nitrogen atom to which each is attached to form a 5-, 6-, 7- or 8-membered ring, and said compound binds to the ligand binding domain of LXRα with an affinity of at least 1 micromolar.~~

2. (Original) A composition in accordance with claim 1, wherein A is selected from the group consisting of (C<sub>5</sub>-C<sub>18</sub>)cycloalkyl and (C<sub>5</sub>-C<sub>18</sub>)heterocycloalkyl.

3. (Original) A composition in accordance with claim 1, wherein A is selected from the group consisting of (C<sub>8</sub>-C<sub>18</sub>)bicycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)tricycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)heterobicycloalkyl and (C<sub>8</sub>-C<sub>18</sub>)heterotricycloalkyl.
4. (Original) A composition in accordance with claim 1, wherein A is adamantyl.
5. (Currently Amended): A composition in accordance with claim 3, wherein R<sup>1</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl and 1-(pyridin-2-yl)ethyl aryl(C<sub>4</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>4</sub>-C<sub>8</sub>)alkyl.
6. (Currently Amended): A composition in accordance with claim 3, wherein R<sup>2</sup> is selected from the group consisting of aryl and heteroaryl
7. (Currently Amended): A composition in accordance with claim 1, wherein A is adamantyl, R<sup>1</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl and 1-(pyridin-4-yl)isobutyl aryl(C<sub>4</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>4</sub>-C<sub>8</sub>)alkyl and R<sup>2</sup> is selected from the group consisting of aryl and heteroaryl.
8. (Currently Amended): A composition in accordance with claim 1, wherein A is adamantyl, R<sup>1</sup> is selected from 1-(3-furan-2-yl)-3-butenyl heteroaryl(C<sub>3</sub>-C<sub>8</sub>)alkenyl and R<sup>2</sup> is selected from phenyl and pyridyl.
9. (Canceled)
10. (Currently Amended): A composition in accordance with claim 1, wherein A is adamantyl, R<sup>1</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl and 1-(pyridin-2-yl)ethyl heteroaryl(branched C<sub>2</sub>-C<sub>8</sub>)alkyl and R<sup>2</sup> is selected from the group consisting of aryl and heteroaryl.
11. (Canceled)
12. (Currently Amended): A composition in accordance with claim 1, wherein A is 1-adamantyl, R<sup>1</sup> is selected from aryl(C<sub>4</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>4</sub>-C<sub>8</sub>)alkyl, and R<sup>2</sup> is selected from the group consisting of pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.
13. (Currently Amended): A compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A<sup>1</sup> is a member selected from the group consisting of (C<sub>5</sub>-C<sub>12</sub>)monocycloalkyl, (C<sub>5</sub>-C<sub>12</sub>)heteromonocycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)bicycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)tricycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)heterobicycloalkyl and (C<sub>8</sub>-C<sub>18</sub>)heterotricycloalkyl;

R<sup>11</sup> is a member selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furanyl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, 1-(2-furanyl)-3-butenyl, and 1-(3-furanyl)-3-butenyl; (C<sub>3</sub>-C<sub>12</sub>)alkyl, aryl, aryl(C<sub>4</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>3</sub>-C<sub>12</sub>)heteroalkyl, heteroaryl, heteroaryl(C<sub>4</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl; and

R<sup>21</sup> is a member selected from the group consisting of aryl, heteroaryl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and heteroaryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

~~and wherein R<sup>11</sup> and R<sup>21</sup> can be combined with the nitrogen atom to which each is attached to form a five- to eight-membered ring, with the following provisos:~~

~~when R<sup>21</sup> is 2-pyridyl, R<sup>11</sup> is other than a substituted or unsubstituted~~

~~2-(1-piperazinyl)ethyl or (tetrahydro-2H-pyrido[3,4-b]indol-2-yl)ethyl group;~~

~~when R<sup>21</sup> is substituted or unsubstituted phenyl, R<sup>11</sup> and R<sup>21</sup> are not combined to form a ring with the attached nitrogen atom; and~~

~~when R<sup>21</sup> is substituted or unsubstituted phenyl, R<sup>11</sup> is not allyl, 2-(acetylamino)ethyl, or benzyloxycarbonyl.~~

14. (Original) A compound in accordance with claim 13, wherein A<sup>1</sup> is selected from the group consisting of (C<sub>8</sub>-C<sub>18</sub>)bicycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)tricycloalkyl, (C<sub>8</sub>-C<sub>18</sub>)heterobicycloalkyl and (C<sub>8</sub>-C<sub>18</sub>)heterotricycloalkyl.

15. (Original) A compound in accordance with claim 13, wherein A<sup>1</sup> is adamantyl.

16. (Currently Amended): A compound of claim 13, wherein R<sup>11</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl.

17. (Currently Amended): A compound in accordance with claim 13, wherein R<sup>21</sup> is selected from the group consisting of aryl and heteroaryl.

18. (Currently Amended): A compound in accordance with claim 13, wherein A<sup>1</sup> is adamantyl, R<sup>11</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and R<sup>21</sup> is selected from the group consisting of aryl and heteroaryl.

19. (Currently Amended): A compound in accordance with claim 13, wherein A<sup>1</sup> is adamantyl, R<sup>11</sup> is selected from the group consisting of 1-(2-furanyl)-3-butenyl and 1-(3-furanyl)-3-butenyl heteroaryl(C<sub>3</sub>-C<sub>8</sub>)alkenyl and R<sup>21</sup> is selected from the group consisting of phenyl and pyridyl.

20. (Canceled)

21. (Currently Amended): A compound in accordance with claim 13, wherein A<sup>1</sup> is adamantyl, R<sup>11</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl heteroaryl(branched C<sub>2</sub>-C<sub>8</sub>)alkyl and R<sup>21</sup> is selected from the group consisting of aryl and heteroaryl.

22. (Canceled)

23. (Currently Amended): A compound in accordance with claim 13, wherein A<sup>1</sup> is 1-adamantyl, R<sup>11</sup> is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl from aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and heteroaryl(C<sub>1</sub>-C<sub>8</sub>)alkyl, and R<sup>21</sup> is selected from the group consisting of pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

24-27. (Canceled)